

Document Number Only

K36382

C T Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301

City

State

Zip

Phone

CORPORATION(S) NAME

100002820261--1

-03/26/99-01094-012

\*\*\*\*\*52.50 \*\*\*\*\*52.50

Amend

Access Healthmax Holdings, Inc.

99 MAR 26 PM 4:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☒ Amendment

☐ Dissolution/Withdrawal

☐ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ CUS

☐ Call When Ready

☒ Walk In

☒ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

Name	3/26/99
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Verifier	DR
Acknowledgment	
W.P. Verifier	

3/26/99

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FILE STAMPED

THANKS

JOEY

DIVISION OF CORPORATION

99 MAR 26 AM 11:53

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\*00789, 00721, 00672



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

March 26, 1999

CT Corporation System  
660 East Jefferson St.  
Tallahassee, FL 32301

SUBJECT: ACCESS HEALTH ALTERNATIVES, INC.  
Ref. Number: K36382

We have received your document for ACCESS HEALTH ALTERNATIVES, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey  
Corporate Specialist

Letter Number: 699A00015393

RECEIVED

99 MAR 30 PM 12:14

DIVISION OF CORPORATION

Walk to  
Pick up

Please back date  
Thanks

**ARTICLES OF AMENDMENT**

**TO THE AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**OF**

**ACCESS HEALTH ALTERNATIVES, INC.**

**a Florida corporation**

**THE UNDERSIGNED**, being the President of Access Health Alternatives, Inc., a Florida corporation (the "Company") submits for filing the following articles of amendment to the amended and restated articles of incorporation of the Company, pursuant to Section 607.0602 of the Florida Business Corporation Act.

The following amendment to Article III of the Amended and Restated Articles of Incorporation of the Company was adopted by the Board of Directors of the Company on March 11, 1999; approval by the Company's shareholders was not required, in accordance with such Article.

**ARTICLE III. CAPITAL STOCK**

The Corporation is authorized to issue 50,000,000 shares of common stock, par value \$.001 per share, and 10,000,000 shares of preferred stock, par value \$.01 per share.

The preferred stock may be issued from time to time in series, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the issuance of such preferred stock, adopted by the Board of Directors pursuant to the authority granted in these Amended and Restated Articles of Incorporation.

There is declared a Series A Redeemable Convertible Preferred Stock, of which 1,400,000 shares shall be authorized to be issued, with the following preferences, limitations and rights:

Voting:	none until conversion
Preference on liquidation:	none
Dividend:	10.5% per year per share until conversion or redemption; payable quarterly commencing on the six month anniversary of the issuance of such shares; funds must be legally available for payment

Conversion:

At the holder's election, by written notice, at any time from March 15, 2000 to March 14, 2002, into one share of common stock

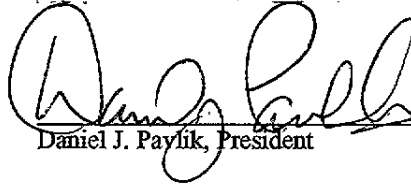
Redemption:

By the Corporation at any time prior to conversion, at a redemption price of \$1.44 per share

3. The effective date of this amendment is March 15, 1999.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 11<sup>th</sup> day of March, 1999.

ACCESS HEALTH ALTERNATIVES, INC.

A handwritten signature in dark ink, appearing to read "Daniel J. Paylik", is written over a horizontal line.

Daniel J. Paylik, President